

WC 10-216

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DATE STAMP & RETURN

October 15, 2010

BY HAND

Federal Communications Commission
Secretary's Office
Attn: Revenue & Receivables Operations Group
445-12th Street SW
Washington, DC 20554

FILED/ACCEPTED
OCT 15 2010
Federal Communications Commission
Office of the Secretary

Re: Cypress Communications Operating Company, LLC
Application for Authority to Transfer Control of Company Holding
Blanket Domestic Section 214 Authorization

Dear Sir or Madam:

Enclosed for filing are the original and four (4) copies of an application for authority to transfer control of Cypress Communications Operating Company, LLC, a company holding a blanket domestic Section 214 authorization, pursuant to Section 214 of the Communications Act and Section 63.04 of the FCC Rules. This is a joint domestic and international application; the international portion of the application was filed earlier today via IBFS. The filing fee for the domestic application is being paid via wire transfer.

Please date-stamp the duplicate copy of this letter and return it to the bearer.
Please contact the undersigned if you have any questions.

Sincerely,


Joan M. Griffin

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

WIRE TRANSFER PAYMENT
FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 3

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Kelley Drye & Warren LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 3050 K Street NW			
(5) STREET ADDRESS LINE NO. 2 Suite 400			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-342-8819		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0006554778		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Cypress Communications Operating Company, Inc.			
(14) STREET ADDRESS LINE NO. 1 Suite 600			
(15) STREET ADDRESS LINE NO. 2 4 Piedmont Center			
(16) CITY Atlanta		(17) STATE GA	(18) ZIP CODE 30305
(19) DAYTIME TELEPHONE NUMBER (include area code) 404-442-0169		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005038914		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>WINIFRED BROWN</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Winifred Brown</u> DATE <u>10/15/10</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 2 of 3

SPECIAL USE
FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME TechInvest Holding Company, Inc.		
(14) STREET ADDRESS LINE NO. 1 Suite 600		
(15) STREET ADDRESS LINE NO. 2 4 Piedmont Center		
(16) CITY Atlanta	(17) STATE GA	(18) ZIP CODE 30305
(19) DAYTIME TELEPHONE NUMBER (include area code) 404-442-0169		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0020262853		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
FORM 159-C

Page No 3 of 3

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

The Broadvox Holding Company, LLC

(14) STREET ADDRESS LINE NO. 1

1228 Euclid Avenue

(15) STREET ADDRESS LINE NO. 2

Suite 390

(16) CITY

Cleveland

(17) STATE

OH

(18) ZIP CODE

44115

(19) DAYTIME TELEPHONE NUMBER (include area code)

216-373-4811

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0020262929

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29F) FCC CODE 2

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Cypress Communications Operating Company,)
LLC,)
Licensee)

TechInvest Holding Company, Inc.,)
Transferor) **WC Docket No. _____**

and) **IB File No. _____**

The Broadvox Holding Company, LLC)
Transferee)

Application for Consent to Transfer Control)
of a Company Holding International Section)
214 Authority and Blanket Domestic Section)
214 Authority Pursuant to Section 214 of the)
Communications Act of 1934, as Amended)

JOINT DOMESTIC AND INTERNATIONAL APPLICATION

Cypress Communications Operating Company, LLC (“Cypress”), TechInvest Holding Company, Inc. (“THC”), and The Broadvox Holding Company, LLC (“Broadvox” and collectively with Cypress and THC, “Applicants”) hereby respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. §214, and Sections 63.04 and 63.24(e) of the Commission’s Rules, 47 CFR §§ 63.04, 63.24(e), to transfer control of Cypress to Broadvox. Cypress provides managed voice and data communications services via TDM and VoIP to business customers in the top 31 markets in the U.S. Cypress holds international and blanket domestic Section 214 authority, and is a wholly-owned indirect

subsidiary of THC, which is controlled by affiliates of Arcapita Bank B.S.C. (c) (“Arcapita”). Broadvox, through its subsidiaries, currently provides unregulated IP-based communications services to wholesale and retail business customers in the U.S. A Broadvox subsidiary, Broadvox-CLEC LLC (“Broadvox-CLEC”), holds international Section 214 authority, but no Broadvox entity currently provides domestic or international telecommunications services. Neither Cypress nor Broadvox are foreign carriers or are affiliated with foreign carriers in any market. However, Cypress and Arcapita are currently parties to a national security agreement with certain Executive Branch agencies (the “NSA”).

As discussed in more detail below, Broadvox and THC have entered into an agreement pursuant to which a subsidiary of Broadvox will merge with and into THC. THC will survive this merger, and thus Cypress will become a wholly-owned indirect subsidiary of Broadvox. The transaction will not result in any loss or impairment of service for any customers. Arcapita will have no equity interest in Cypress or Broadvox post-close.

Pursuant to Section 63.04(b) of the Commission’s Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined application for the proposed transfer of control of Cypress. The Applicants provide below the information required by Section 63.24(e)(2) of the Commission’s Rules, 47 C.F.R. § 63.24(e)(2). **Exhibit A** provides the additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission’s Rules, 47 C.F.R. § 63.04(a)(6)-(12).

The Applicants request streamlined treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12.

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (i) the proposed transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (ii) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (iii) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because (i) Broadvox is not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Broadvox is not affiliated with any dominant U.S. carrier whose international switched or private line services Broadvox or Cypress seeks authority to resell, nor will Broadvox or Cypress be so affiliated post-close; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

In accordance with the terms of the NSA, the Applicants request that the Commission's grant of authority to transfer control of Cypress to Broadvox be conditioned upon compliance with the NSA. However, the Applicants note that Cypress, Arcapita and THC will be asking the Executive Branch agencies that are a party to the NSA to terminate the NSA in light of Arcapita's exit from Cypress. If the NSA is terminated before the Commission acts on this Application, the Applicants' request for condition would be mooted.

I. DESCRIPTION OF THE APPLICANTS

A. Cypress

Cypress is a limited liability company organized under the laws of Delaware. Its principal place of business is 4 Piedmont Center, Suite 600, 3565 Piedmont Road, Atlanta, Georgia 30305.

Customers and services. Cypress provides voice and data telecommunications services as well as unregulated information services to approximately 5,000 small- and medium-sized business customers. Cypress offers its customers integrated service bundles that may include local, long distance, and international telecommunications services; toll-free telecommunications services; high-speed Internet access; voicemail services; e-mail services; unified messaging; firewall services; web hosting; virtual private networks; and audio and web conferencing.

Network and geographic service areas. Virtually all of Cypress's customers are located in class "A" office buildings, and all are based in the U.S. Cypress provides service to approximately 80 percent of its customers using a shared-tenant-services platform that relies on in-building PBXs and TDM technology. Cypress's TDM-based services are available in approximately 500 office buildings located in the following major metropolitan areas: Dallas, TX; Houston, TX; Chicago, IL; Atlanta, GA; Philadelphia, PA; Los Angeles, CA; San Francisco, CA; Miami, FL; Tampa, FL; Boston, MA; Arlington/McLean, VA; Indianapolis, IN; Seattle, WA; Minneapolis, MN; Phoenix, AZ; Hartford, CT; Rutherford, NJ; Denver, CO; Washington, DC; New York, NY; Bethesda, MD; Birmingham, AL; Nashville, TN; Charlotte, NC; Wilmington, DE; Troy, MI; Las Vegas, NV; St. Louis, MO; Jackson, MS; Portland, OR; and Greenville, SC.

Cypress provides unregulated information services to approximately 20 percent of its customers using a VoIP-based platform that relies on Nortel switches and application servers. Cypress's VoIP services are available in the continental U.S. wherever Cypress can obtain a wholesale T-1 circuit or other access circuit with sufficient broadband capacity for its customer's needs. Cypress currently provides VoIP services in Arkansas, Missouri, Nebraska, New Hampshire, North Dakota, Ohio, Rhode Island, and Vermont, as well as in the states in which Cypress provides its TDM-based services. Cypress's top 10 metropolitan markets for VoIP services are Los Angeles, CA; Atlanta, GA; Dallas, TX; Houston, TX; New York City, NY/Rutherford, NJ; Philadelphia, PA; Arlington, VA/Washington, DC; Chicago, IL; Miami, FL; and Minneapolis, MN.

While Cypress owns and operates its own switches, routers, servers, PBXs, and other network equipment, it does not own fiber, IRUs, or other transmission facilities. Rather, Cypress leases transmission lines (including access circuits) from other carriers, typically Verizon, AT&T, Qwest, XO, Level 3, or Time Warner.

Regulatory authority. Cypress holds blanket domestic Section 214 authority as well as international Section 214 authority, granted in FCC File No. ITC-MOD-20051205-00515, to operate as a global or limited global facilities-based and resale carrier. In addition, Cypress holds certificates to provide local and intrastate toll services in 32 states. Cypress has no affiliates that offer domestic or international telecommunications services. Cypress is not a foreign carrier and is not affiliated with any foreign carriers.

Ownership. At present, Cypress is a wholly-owned subsidiary of Cypress Communications, Inc. ("CCI"), a Delaware corporation and a holding company. CCI is, in

turn, a wholly-owned subsidiary of Cypress Communications Holding Company ("Cypress Holding"), a Delaware corporation and a holding company. Cypress Holding is a wholly-owned subsidiary of THC, which is also a Delaware corporation.

THC is controlled by Arcapita, a joint stock company that is organized under the laws of the Kingdom of Bahrain and that holds, indirectly, a majority of Cypress's stock.

Arcapita is a private equity firm whose U.S. operations are based in Atlanta, GA.

Arcapita's U.S. investment portfolio includes various U.S. companies in the manufacturing, services and technology sectors, including PODS and Caribou Coffee.

Arcapita's role vis-à-vis Cypress has been to provide financial support as well as management and strategic advice, while the day-to-day operations of Cypress are handled by Cypress personnel. Arcapita is not a strategic investor, but rather a financial investor that invested in Cypress to generate a return on its capital.

The Commission's grant of authority permitting THC to assume control of Cypress was expressly conditioned on the parties' compliance with the NSA.¹ Specifically, Cypress, THC, and Arcapita are parties to the NSA, deemed executed as of June 17, 2005, with the U.S. Department of Justice ("DOJ"), including the Federal Bureau of Investigation ("FBI"), the U.S. Department of Homeland Security ("DHS"), and the U.S. Department of the Treasury ("Treasury," with DOJ, FBI, and DHS, the "Executive Branch Agencies"). The NSA is intended to address the concerns the Executive Branch Agencies believe are presented by Arcapita's ownership and control of Cypress.

¹ See *Authorizations Granted, Applications For Transfer of Control Domestic and International Section 214 Authorizations Held by Cypress Communications Operating Company, LLC, Public Notice*, WC Docket No. 04-418, IB File No. ITC-T/C-20041112-00448, DA 05-1850, rel. June 28, 2005.

Diagrams showing the current corporate structure of Cypress, including all entities and individuals that hold a 10 percent or greater equity or voting interest in Cypress at present, are provided in **Exhibit B**.

B. Broadvox

Broadvox is a limited liability company organized under the laws of Delaware.

Its principal place of business is 1228 Euclid Avenue, Suite 390, Cleveland, Ohio 44115.

Broadvox is a holding company that operates through its subsidiaries, including BroadvoxGO! LLC ("BroadvoxGO"); Broadvox, LLC ("Broadvox Wholesale"); Brivia Acquisition, LLC ("Brivia"); and Origination Technologies, LLC ("Origination"). Another subsidiary, Broadvox-CLEC, holds licenses and certificates authorizing it to provide telecommunications services, but this entity does not currently provide any service to any customers. Broadvox-CLEC, BroadvoxGO, Broadvox Wholesale, and Origination are Delaware limited liability companies; Brivia is an Ohio limited liability company.

Customers and services. Broadvox provides unregulated IP-based information services to approximately 300 wholesale carriers and over 3,500 small- and medium-sized businesses and enterprise retail customers. Through Broadvox Wholesale, Brivia, and Origination, Broadvox offers wholesale SIP originating and terminating services to CLECs, ISPs, Internet telephone service providers, and application service providers. Broadvox provides retail VoIP and SIP trunking products to small- to medium-sized businesses and large enterprises through BroadvoxGO. Most of Broadvox's revenues are derived from its wholesale product line.

Network and geographic service areas. Broadvox Wholesale, Brivia, and Origination provide wholesale termination services world-wide, and origination services

throughout the U.S. Retail VoIP and SIP trunking originating services are available through BroadvoxGO in the continental U.S. and Hawaii. Customers who purchase retail SIP trunking terminating service can make local calls wherever originating service is available; long distance calls throughout the U.S., including Puerto Rico and the U.S. Virgin Islands; and international calls throughout the world. BroadvoxGO's top 10 markets for retail VoIP and SIP trunking products are Texas, California, Washington, Florida, Ohio, Illinois, New York, Pennsylvania, Virginia, and Arizona.

The Broadvox network consists of a private Synchronous Optical Network ("SONET") ring architecture supported by OC-48 connections operating at 2.5 Gbps on Cisco GSR 12000 Internet routers. Additional routing and access to network services is provided via paired Sonus GSX 9000 Session Border Controllers ("SBCs") in Dallas, TX; Los Angeles, CA; and New York, NY, with standalone units in Chicago, IL and Atlanta, GA. The SIP trunking service is supported by paired Dell PowerEdge R7 10 servers in Dallas, TX; Los Angeles, CA; and New York, NY. Broadvox has additional major points of presence in Miami, FL; Denver, CO; Seattle, WA; and Cleveland, OH.

While Broadvox owns and operates its own switches, routers, servers, and other network equipment, it does not own fiber, IRUs, or other transmission facilities. Rather, Broadvox leases transmission lines from other carriers. Traditionally, BroadvoxGO has been a Bring Your Own Broadband ("BYOB") service provider; customers are not required to purchase broadband from BroadvoxGO to acquire any of its retail services. However, due to customer demand, BroadvoxGO recently added broadband connectivity to its retail product offering. BroadvoxGO uses MegaPath (previously Covad) and

Global Capacity to delivery DSL, ADSL, SDSL, T1, bonded T1, DS3 and Ethernet connectivity wherever these two carriers can provide circuits.

Regulatory authority. No Broadvox entity (including any Broadvox affiliate) currently provides either domestic or international telecommunications services.

Broadvox-CLEC holds international Section 214 authority, granted in FCC File No. ITC-214-20090529-00261, to operate as a global or limited global facilities-based and resale carrier. In addition, Broadvox-CLEC holds or has applied for certificates to provide local and intrastate toll services in 43 states. Broadvox is not a foreign carrier and is not affiliated with any foreign carriers.

Ownership. Broadvox is owned and managed by its sole member, Broadvox, Inc. ("Broadvox Parent"), an Ohio company and a holding company. Three (3) individuals, all U.S. citizens, hold a 10 percent or greater interest in Broadvox Parent. Andre Temnorod, the Chairman and CEO of Broadvox Parent, holds a 43.66 percent ownership interest in Broadvox Parent. Eugene Blumin, the Chief Operating Officer of Broadvox Parent, holds a 21.83 percent ownership interest in Broadvox Parent. Alex Bederman also holds a 21.83 percent ownership interest in Broadvox Parent. The principal business of Mr. Bederman is investment. No other entity or individual holds a 10 percent or greater ownership interest in Broadvox Parent.

Diagrams showing the current corporate structure of Broadvox are provided in **Exhibit C.**

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of an Agreement and Plan of Merger ("Agreement") dated October 12, 2010, by and among Broadvox Parent; Broadvox; CCI Acquisition Corp. ("CCI Acquisition," a newly formed wholly-owned subsidiary of Broadvox); and THC,

CCI Acquisition will merge with and into THC. THC will be the surviving corporation and will continue in existence as a wholly-owned subsidiary of Broadvox. Thus, Cypress will become a wholly-owned indirect subsidiary of Broadvox following consummation of the transaction. Immediately before closing the transaction, Arcapita will reorganize the corporate structure of Cypress. This *pro forma* reorganization is for tax purposes and is intended to facilitate the transaction. Once the proposed transaction is closed, Arcapita will have no ongoing equity interests in either Cypress or Broadvox, and no form of control or management oversight.

The transaction will be transparent to Cypress's customers. All existing customers of Cypress will continue to be served by Cypress pursuant to its existing international and domestic Section 214 authorizations. The operations of Broadvox's other subsidiaries will not be affected by the transaction described herein.

The consideration Arcapita will receive for merging all of its equity interests in Cypress with Broadvox includes three (3) financial instruments, as follows. Arcapita (or an Arcapita subsidiary) will receive two (2) promissory notes from Broadvox. The stated maturity of these notes will be five (5) years. These notes may be subject to reasonable and customary terms, such as affirmative obligations (*e.g.*, provide periodic financial statements) and negative covenants (*e.g.*, no fundamental changes to the business; minimum EBITDA requirements). Also, Broadvox will issue a warrant to a new Arcapita subsidiary, New THC LLC ("New THC," a Delaware limited liability company). The warrant will entitle New THC, upon a cash payment, to receive in cash the fair market value of less than 10 percent of the issued and outstanding membership interests of Broadvox, plus certain distributions. The terms of the warrant will allow New THC to

exercise the warrant only upon the occurrence of certain liquidity events that are wholly outside of the control of Arcapita, such as an initial public offering of Broadvox stock or other change in the control of Broadvox. The term of the warrant is 15 years.

New THC will also have the right to designate one (1) individual, a U.S. citizen, as a non-voting observer to the boards of directors of Broadvox Parent and its subsidiaries.

Diagrams of the corporate structure of Cypress immediately prior to closing the transaction are provided in **Exhibit B**. A diagram of the corporate structure of Cypress after merging into Broadvox is provided in **Exhibit D**.

III. PUBLIC INTEREST STATEMENT

The transaction described herein will serve the public interest. Arcapita's support over the past five (5) years has transformed Cypress into an innovative, world-class provider of TDM- and IP-based communications services. However, Arcapita is not a communications service provider; its interest in Cypress has always been strictly for the purposes of investment. Arcapita has determined that its continued ownership and control of Cypress is no longer consistent with its investment objectives. Accordingly, Arcapita has elected to exit from Cypress.

The financial, technical, and managerial resources that Broadvox will bring to Cypress will further enhance Cypress's ability to compete in the telecommunications and information services marketplace. Broadvox and its current subsidiaries are established providers of IP-based services to wholesale and business customers. Broadvox's history of providing quality service to its customers demonstrates that Broadvox is legally, technically, and financially qualified to own and operate Cypress as proposed in the Agreement.

At the same time, the proposed transaction will have no adverse impact on Cypress's current customers. These customers will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes to the rates, terms and conditions of service will be made consistent with Commission requirements. The only significant change following the closing of the transaction from the customers' perspective will be that Broadvox will be the new owner of Cypress.

Furthermore, the proposed transaction does not present any anti-competitive concerns. The merger of Cypress and Broadvox will not have an adverse effect on competition in the markets for local, intrastate toll, or domestic interstate telecommunications services, since no Broadvox entity currently provides regulated telecommunications services. Cypress and BroadvoxGO both offer an unregulated retail VoIP service to small- and medium-sized business customers in a number of markets. However, in each of the top 10 retail VoIP markets for the combined company post-close – Dallas/Houston, TX; Los Angeles, CA; Miami, FL; Chicago, IL; Greater New York City, NY; Philadelphia, PA; Seattle, WA; Phoenix, AZ; Cleveland, OH; and the Washington, DC metro area – Broadvox will have a market share well under 5 percent. Furthermore, Broadvox will face fierce competition from established service providers in these markets, including but not limited to AT&T, AireSpring, Bandwidth.com, Cbeyond, MegaPath, NexVortex, PAETEC, Verizon, Voxitas, and XO.

In addition, the proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Although a wholly-owned indirect subsidiary of Broadvox, Broadvox-CLEC, holds international Section 214 authority, neither Broadvox nor its affiliates or subsidiaries currently provide

international telecommunications services. Cypress has a very small share of the international telecommunications market, and provides international services only on a resale basis. Cypress is not a foreign carrier, nor is it affiliated with a foreign carrier in any market. The same is true for Broadvox. As such, the merger of Broadvox and Cypress will not adversely affect competition in the international telecommunications market.

Finally, the proposed transaction does not raise any national security or law enforcement concerns. As noted previously, Cypress is currently subject to a national security agreement, the NSA, with the Executive Branch Agencies that addresses these agencies' concerns about national security and law enforcement. Cypress, Arcapita, and THC will be working with the Executive Branch Agencies on the appropriate disposition of the NSA in light of Arcapita's exit from Cypress.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to Section 63.24(e) of the Commission's Rules, including the information requested in Section 63.18:

(a) Name, address and telephone number of the Applicants:

Cypress Communications Operating Company, LLC ("Cypress") -- Licensee
3565 Piedmont Road
Atlanta, Georgia 30305
Tel: (404) 869-2500

TechInvest Holding Company, Inc. ("THC") -- Transferor
3565 Piedmont Road
Atlanta, Georgia 30305
Tel: (404) 869-2500

The Broadvox Holding Company, LLC ("Broadvox") -- Transferee
1228 Euclid Avenue
Suite 390
Cleveland, OH 44115
Tel: (216) 373-4600

- (b) Cypress is a Delaware limited liability company. THC is a Delaware corporation. Broadvox is a Delaware limited liability company.
 - (c) Correspondence concerning this Application should be sent to:
-

For Cypress and THC:

John A. Harwood
Vice President and General Counsel
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For Broadvox:

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with copy to:

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-
- (d) Cypress holds international Section 214 authority, granted in FCC File No. ITC-MOD-20051205-00515, to operate as a global or limited global facilities-based and resale carrier. Neither THC nor Broadvox hold FCC authorizations. A wholly-owned subsidiary of Broadvox -- Broadvox-CLEC, LLC -- holds international Section 214 authority, granted in FCC File No. ITC-214-20090529-00261, to operate as a global or limited global facilities-based and resale carrier.
- (h) Post-close, Cypress will be a wholly-owned subsidiary of Cypress Communications, Inc. ("CCI"), a Delaware corporation and a holding company. CCI will be a wholly-owned subsidiary of THC, a Delaware corporation and a holding company. THC will be a wholly-owned subsidiary of Broadvox, a Delaware limited liability company and a holding company. The sole member of Broadvox is Broadvox, Inc. ("Broadvox Parent"), an Ohio corporation whose principal business is telecommunications. The following individuals or entities hold a 10 percent or greater interest in Broadvox Parent and thus will hold a 10 percent or greater interest in Cypress post-close:

Andre Temnorod. Mr. Temnorod is a U.S. citizen and the Chairman and CEO of Broadvox Parent. Mr. Temnorod holds a 43.66 percent ownership interest in Broadvox Parent.

Eugene Blumin. Mr. Blumin is a U.S. citizen and the Chief Operating Officer of Broadvox Parent. Mr. Blumin holds a 21.83 percent ownership interest in Broadvox Parent.

Alex Bederman. Mr. Bederman is a U.S. citizen whose principal business is investment. Mr. Bederman holds a 21.83 percent ownership interest in Broadvox Parent.

The address of Cypress (post-close), CCI (post-close), THC (post-close), Broadvox, Broadvox Parent, Mr. Temnorod, Mr. Blumin, and Mr. Bederman is c/o Broadvox, Inc., 1228 Euclid Avenue, Suite 390, Cleveland, OH 44115.

No other persons or entities will hold a 10 percent or greater ownership interest in Cypress post-close pursuant to the Commission's attribution rules. There will no interlocking directorates with any foreign carrier following consummation of the proposed transaction.

- (i) As evidenced by the signature of Broadvox's representative to this Application, Broadvox certifies that (a) Broadvox is not a foreign carrier and is not affiliated with a foreign carrier, and (b) Broadvox will not become a foreign carrier or become affiliated with a foreign carrier post-close.
- (j) As evidenced by the signature of Broadvox's representative to this Application, Broadvox certifies that it does not seek to provide international telecommunications services to any destination country where (i) Broadvox or Cypress is a foreign carrier; (ii) Broadvox or Cypress controls a foreign carrier; (iii) any entity that owns more than 25 percent of Broadvox or Cypress, or that controls Broadvox or Cypress, controls a foreign carrier; or (iv) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of Broadvox or Cypress and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) As evidenced by the signature of Broadvox's representative to this Application, Broadvox certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and that it will not enter into such agreements in the future.
- (o) As evidenced by the signature of Broadvox's representative to this Application, Broadvox certifies that, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) Broadvox requests streamlined processing of this Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under Section 63.12(c) of the Commission's Rules because (i) Broadvox is not affiliated with a foreign carrier and will not become affiliated with any foreign carrier as a result of the proposed transaction; (ii) Broadvox is not affiliated with any dominant U.S. carrier whose international switched or private line services Broadvox or Cypress seeks authority to resell, nor will Broadvox or Cypress be so affiliated post-close; and (iii) none of the other scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12, apply.

**V. INFORMATION REQUIRED BY SECTION 63.04(b) OF THE
COMMISSION'S RULES**

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, the additional information required for the domestic Section 214 transfer of control application is provided in **Exhibit A.**

VI. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**THE BROADVOX
HOLDING COMPANY,
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Date: October 15, 2010

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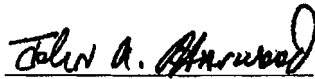
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LIST OF EXHIBITS

EXHIBIT A – Information Required by 47 C.F.R. §63.04
EXHIBIT B -- Current Corporate Structure of Cypress
EXHIBIT C -- Current Corporate Structure of Broadvox
EXHIBIT D -- Corporate Structure of Cypress Immediate Prior to Close and Post-Close

EXHIBIT A

INFORMATION REQUIRED BY 47 C.F.R. §63.04

In accordance with the requirements of Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants provide the following information in support of their request.

63.04(b)(6): Description of the Transactions

The proposed transaction is described in Section II of the Application.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

A description of the geographic service areas and services provided in each area is included in Section I of the Application.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2) of the Commission's Rules because (1) the proposed transaction will result in the Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) having a market share in the interstate, interexchange market of less than 10 percent; (2) the Applicants (including their affiliates) will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

None.

63.04(b)(10): Special Considerations

None.

63.04(b)(11): Waiver Requests (If Any)

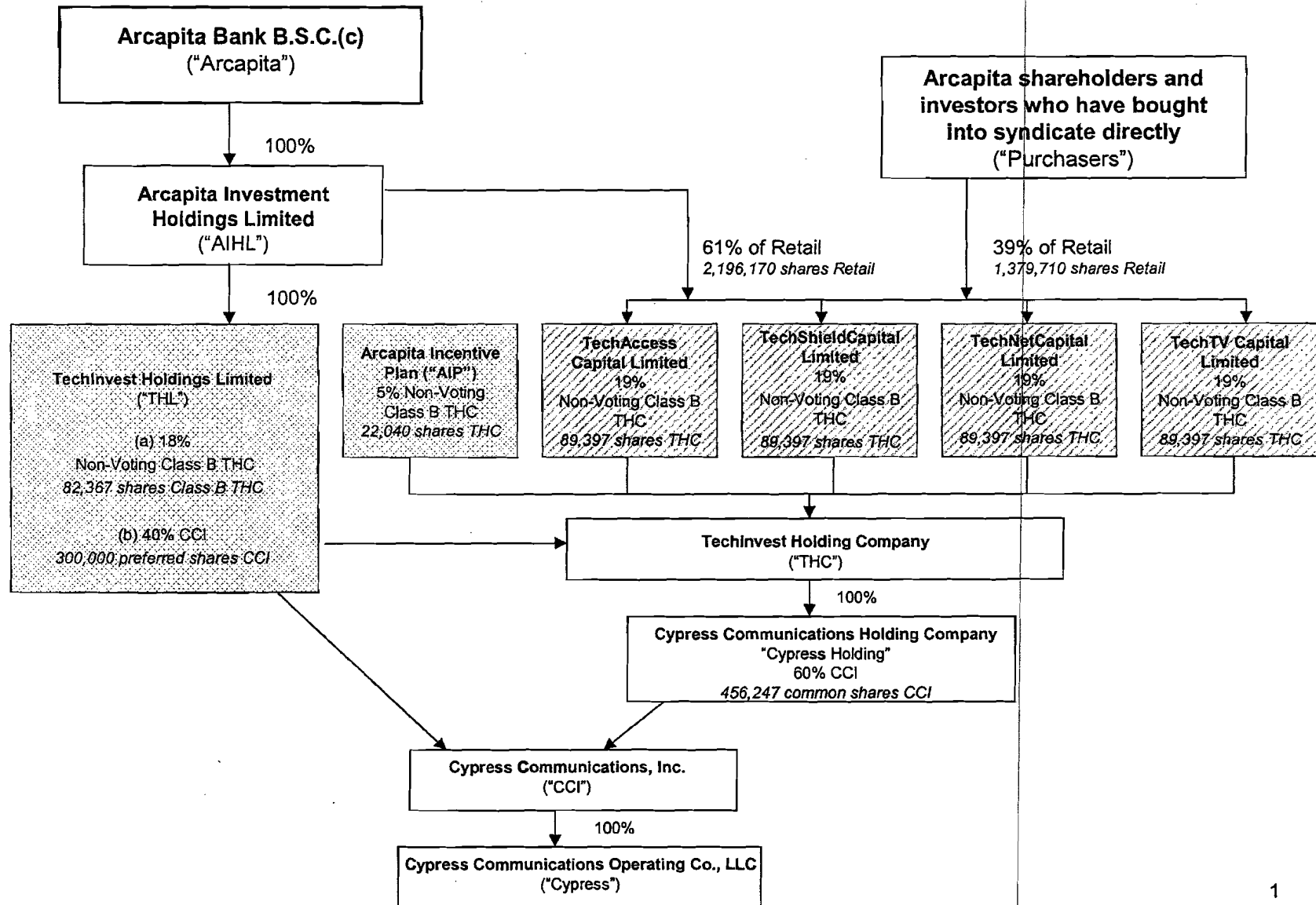
None.

63.04(b)(12): Public Interest Statement

Consummation of the proposed transaction will serve the public interest for the reasons detailed in Section III of the Application.

**CURRENT CYPRESS CORPORATE STRUCTURE:
Non-Voting THC Equity Interests; CCI Interests**

Exhibit B



CURRENT CYPRESS CORPORATE STRUCTURE: Non-Voting THC Equity Interests; CCI Interests

Notes to previous chart

THC is a Delaware corporation. The equity of THC consists of non-voting Class B common stock and voting Class A common stock. Ownership of the voting Class A common stock is shown on page 3.

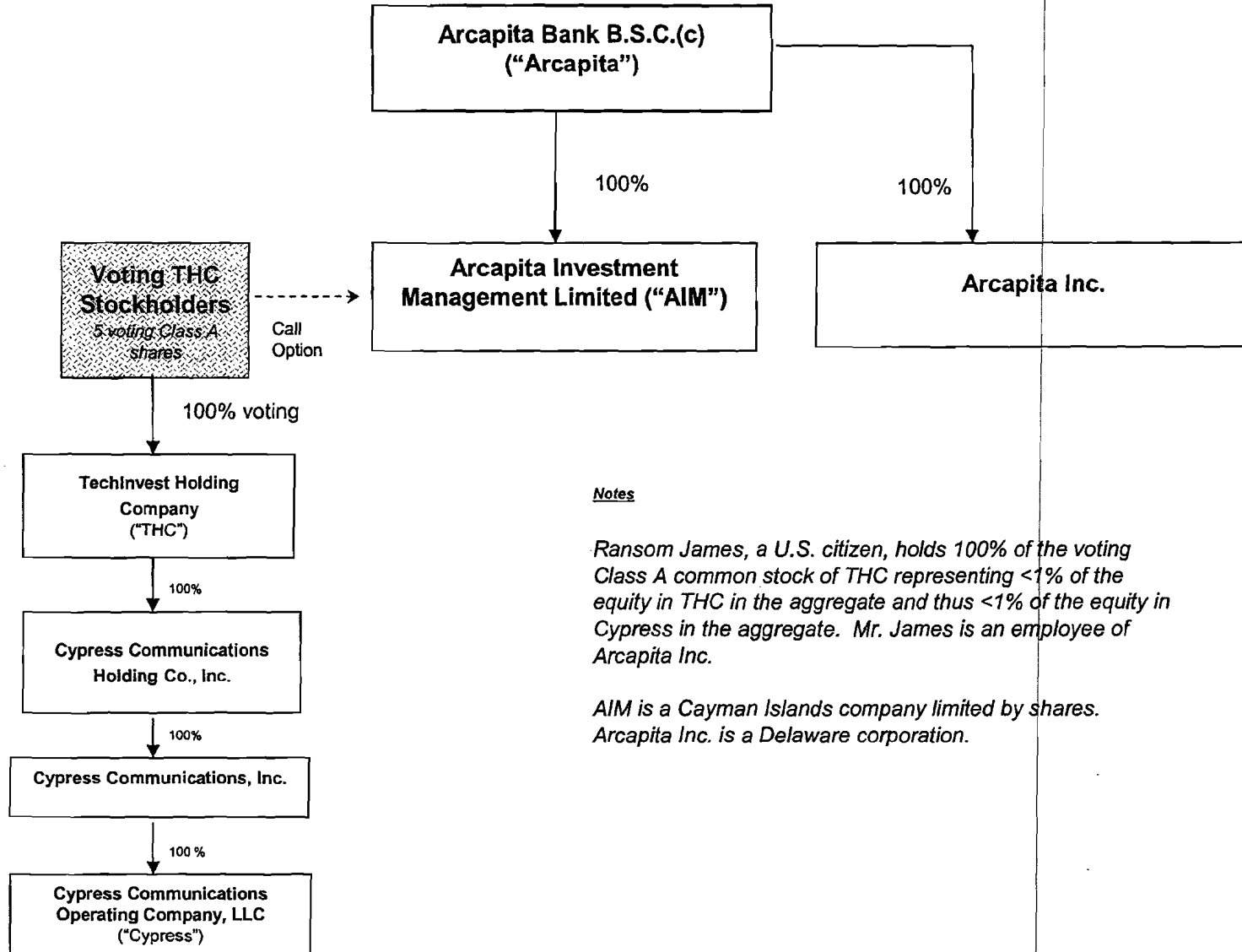
TechAccess Capital Limited, TechShield Capital Limited, TechNet Capital Limited, and TechTV Capital Limited are collectively referred to as "Retail" (also known as the Non-Voting Cayman Entities). Each of the Retail entities is a Cayman Islands company limited by shares. Each of the Retail entities holds directly 19% of the non-voting Class B equity interests of THC. In total, Retail holds directly 77% of the non-voting Class B equity interests of THC. AIHL holds 61% of Retail while "Purchasers" hold 39% of Retail. AIHL is a Cayman Islands company limited by shares; Arcapita, a joint stock company organized under the laws of the Kingdom of Bahrain, holds 100% of the interest in AIHL. "Purchasers" are those Arcapita shareholders and investors who have bought shares in Retail directly. Purchasers are independent and do not act in concert. Purchasers were allocated shares in particular Retail entities by Arcapita; Purchasers did not select the Retail entity in which they would hold their shares.

AIP is a Cayman Island company limited by shares. AIP is owned by the management of Arcapita and Arcapita Inc., and is the vehicle by which Arcapita employees hold interests in THC. AIP holds directly 5% of the non-voting Class B equity interest of THC.

THL is a Delaware corporation. THL holds directly 18% of the non-voting Class B equity interest of THC.

CCI is a Delaware corporation. The equity of CCI consists of common and preferred stock. Cypress Holding, a wholly-owned subsidiary of THC and a Delaware corporation, holds directly 456,247 shares of CCI common stock, which is 60% of the equity of CCI and all of the voting stock of CCI. THL holds directly 300,000 shares of CCI non-voting preferred stock, which is 40% of the equity. Cypress Management have an equity option plan to directly hold 80,000 shares of CCI common stock. Approximately 65,000 options have been issued and are outstanding at this time. The options are exercisable only when Cypress is sold.

CURRENT CYPRESS CORPORATE STRUCTURE: Voting THC Interests



Notes

Ransom James, a U.S. citizen, holds 100% of the voting Class A common stock of THC representing <1% of the equity in THC in the aggregate and thus <1% of the equity in Cypress in the aggregate. Mr. James is an employee of Arcapita Inc.

AIM is a Cayman Islands company limited by shares. Arcapita Inc. is a Delaware corporation.

CURRENT CYPRESS CORPORATE STRUCTURE: FCC Analysis

FCC Analysis

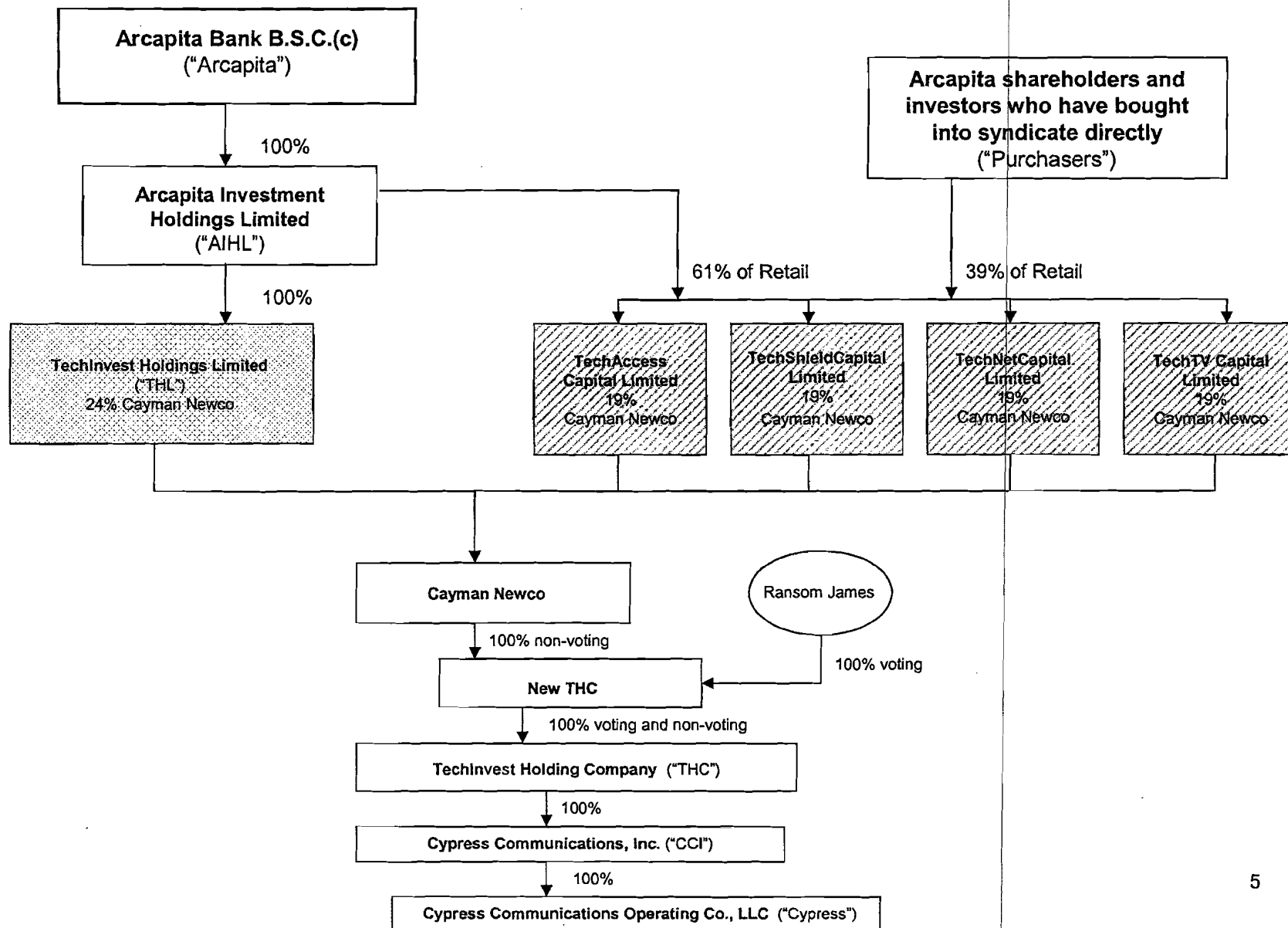
Cypress is the FCC authorization holder. For purposes of the FCC analysis, the following entities hold 10% or more of the equity interests in Cypress as follows:

- CCI: 100%
- Cypress Holding: 60% (Cypress Holding's 60% x CCI's 100% of Cypress)
- THC: 60% (THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress)
- Retail: 11.5% individually, 46% in total (Retail's total 77% x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress)
- THL: 51% (THL's 18% of THC x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 40% of CCI x CCI's 100% of Cypress)
- AIHL: 79% (AIHL's 61% of Retail x Retail's total 77% x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 18% of THC x THC's 100% x Cypress Holding's 60% x CCI's 100% of Cypress + THL's 40% of CCI x CCI's 100% of Cypress)
- Arcapita: 79% (Arcapita's 100% of AIHL, which holds 79% per previous line)

No Arcapita shareholder or investor holds an ownership interest in Retail that, separately or (in the case of Arcapita shareholders that are also investors) combined with the investor's interest in Arcapita, would be sufficient to constitute a 10 percent or greater equity interest in Cypress under the FCC's ownership attribution rules.

Mr. James holds 100% of the voting interests in THC. Since Mr. James is an employee of Arcapita Inc. and acts only at the direction of Arcapita, Mr. James's interests are attributable to Arcapita.

CYPRESS CORPORATE STRUCTURE **Immediately Prior to Close**



CYPRESS CORPORATE STRUCTURE

Immediately Prior to Close

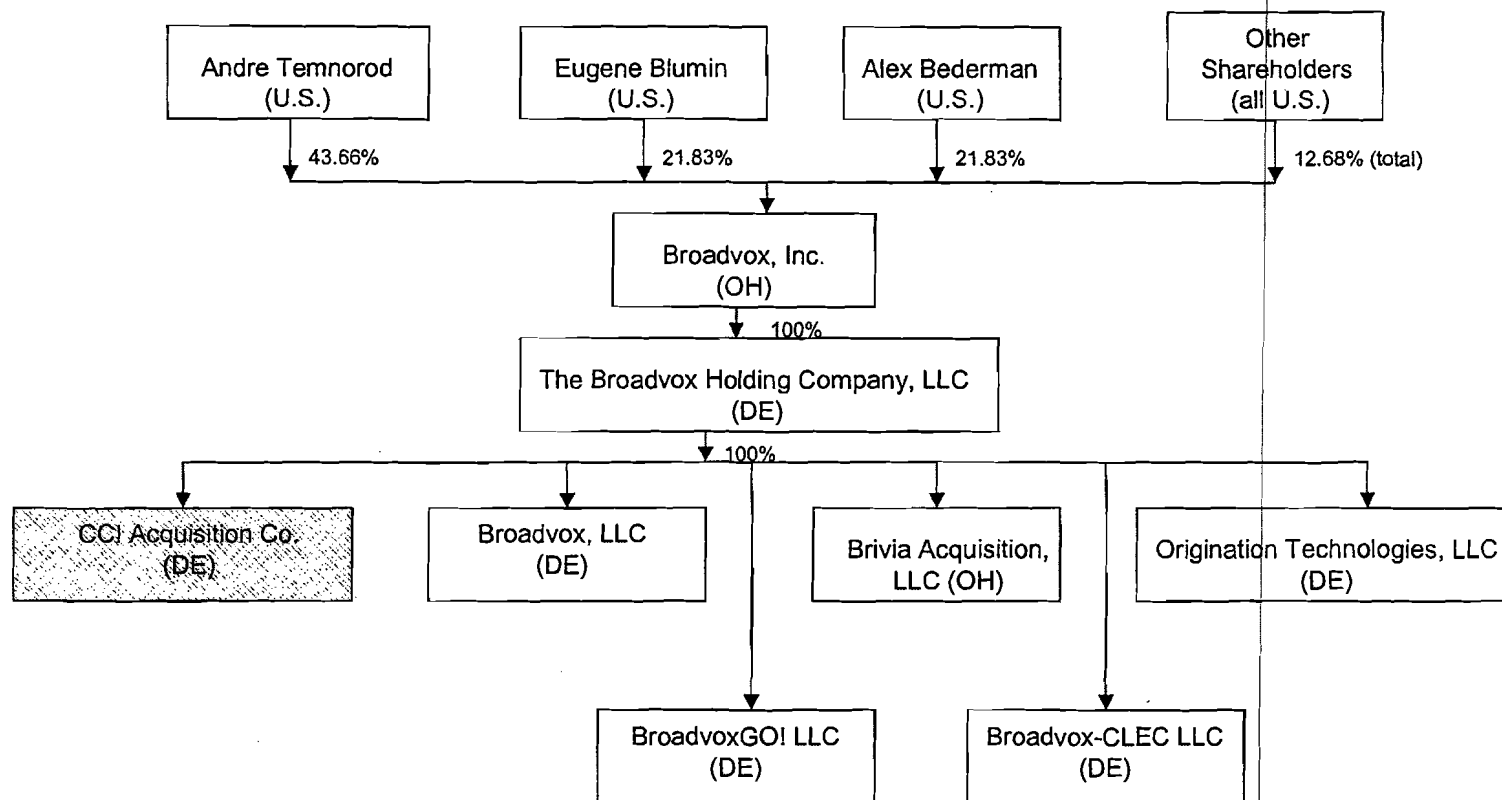
Notes to previous chart

Immediately before closing, Arcapita will reorganize the corporate structure of Cypress. This pro forma reorganization is for tax purposes and is intended to facilitate the transaction. The reorganization consists of the following steps.

- 1. THL forms Cayman Newco (a Cayman Islands entity) and contributes its CCI preferred stock to Cayman Newco in exchange for shares of Cayman Newco preferred stock having economic terms similar to the terms of the CCI preferred stock.*
- 2. THL, AIP, TechAccess Capital Ltd, TechShield Capital Ltd., TechNet Capital Ltd., and TechTV Capital Ltd. contribute their shares of non-voting Class B common stock of THC to Cayman Newco in exchange for common shares of Cayman Newco.*
- 3. Cayman Newco contributes 100% of the CCI preferred stock to THC in exchange for additional shares of non-voting Class B common stock issued by THC.*
- 4. Cypress Holding merges with and into THC, with THC surviving the merger.*
- 5. Cayman Newco contributes 100% of the shares of non-voting Class B common stock of THC to New THC LLC, a Delaware limited liability company ("New THC"), in exchange for an equal number of non-voting limited liability company units of New THC.*
- 6. Ransom James, the sole holder of the voting Class A common stock of THC, contributes 100% of the shares of voting Class A common stock of THC to New THC in exchange for an equal number of voting limited liability company units of New THC.*

Exhibit C

CURRENT CORPORATE STRUCTURE OF BROADVOX



**CORPORATE STRUCTURE OF BROADVOX
POST-CLOSE**

